

TITLE SHEET

AIRESPRING, INC.

TARIFF NO. 1

This tariff contains the description, regulations, and rates applicable to the furnishing of telecommunications services provided by Airespring, Inc. with principal offices located at 15350 Sherman Way, Suite 492, Van Nuys, CA 91406. This tariff is on file with the Arizona Corporation Commission ("Commission"), and copies may be inspected during normal business hours at the Company's principal place of business.

ISSUED: July 23, 2002

EFFECTIVE: August 5, 2003

ISSUED BY: Avi Lonstein, President
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15350 Sherman Way, Suite 492
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CHECK SHEET

All sheets of this tariff are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this page.

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1	Original	28	Original *
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SYMBOLS

The following are the only symbols used for the purposes indicated below:

- D - To Signify Discontinued Rate or Regulation
- I - To Signify Rate Increase
- M - To Signify Text Moved From Another Tariff Location
- N - To Signify New Rate or Regulation
- R - To Signify Rate Reduction
- T - To Signify Change In Text, But No Change In Rate or Regulation

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TARIFF FORMAT

- A. Sheet Numbering - Sheet numbers appear in the upper-right corner of the sheet. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between existing sheets with whole numbers, a decimal is added. For example, a new sheet added between Sheets 14 and 15 would be Sheet 14.1.
- B. Sheet Revision Numbers - Revision numbers also appear in the upper-right corner of the sheet. These numbers are used to determine the most current sheet version on file with the Commission. For example, 4th Revised Sheet 14 cancels 3rd Revised Sheet 14.
- C. Paragraph Numbering Sequence - This tariff contains various levels of paragraph coding. Each level of coding is subservient to its next higher level of coding. For example,
- 2.
 - 2.1.
 - 2.1.1.
 - 2.1.1.A.
 - 2.1.1.A.1.
 - 2.1.1.A.1.(a)
- D. Check Sheets - When a tariff filing is made with the Commission, an updated check sheet accompanies the tariff filing. The check sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new sheets are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this sheet if these are the only changes made to it (i.e., the format, etc., remains the same, just revised revision levels on some sheets). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current sheet on file with the Commission.

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SECTION 1 - DEFINITIONS AND ABBREVIATIONS

1.1 Definitions:

Application for Service - A standard order form which includes all pertinent billing, technical, and other descriptive information which will enable the carrier to provide the communication service as required.

Authorized User - A person, firm, corporation, or other entity authorized by the customer to receive or send communications.

Cancellation of Order - A customer-initiated request to discontinue processing a service order, either in part or in its entirety, prior to its completion.

Carrier - Airespring, Inc., unless specifically stated otherwise.

Company - Airespring, Inc., also referred to as Carrier.

Completed Calls - Completed calls are calls answered on the distance end. In the event a customer is charged for an incomplete call, the Company will issue a credit to the customer upon request.

Customer - The person, firm, corporation, or other entity which orders or uses service and is responsible by law for payment for communication service from the telephone utility.

Customer Provided Equipment - Terminal equipment provided by a customer.

Day Rate Period - 8:00 a.m. through 4:59 p.m., Monday through Friday.

Due Date - The last day for payment without unpaid amounts being subject to a late payment charge.

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1.1 Definitions: (continued)

Evening Rate Period - 5:00 p.m. through 10:59 p.m., Sunday through Friday.

Holidays - Carrier's recognized holidays are New Year's Day, Memorial Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day.

Message - A completed telephone call by a customer or user.

Night/Weekend Rate Period - 11:00 p.m. through 7:59 a.m., every day; 8:00 a.m. through 10:59 p.m. Saturday; and 8:00 a.m. through 4:59 p.m. Sunday.

Normal Business Hours - 8:00 a.m. to 5:00 p.m., Monday through Friday, excluding holidays.

Premises - The space occupied by an individual customer in a building, in adjoining buildings occupied entirely by that customer, or on contiguous property occupied by the customer separated only by a public thoroughfare, a railroad right of way or a natural barrier.

Terminal Equipment - All telephone instruments, including pay telephone equipment, the common equipment of large and small key and PBX systems and other devices and apparatus, and associated wiring, which are intended to be connected electrically, acoustically or inductively to the telecommunication system of the telephone utility.

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1.2 Abbreviations:

LATA - Local Access Transport Area

LEC - Local Exchange Carrier

MTS - Message Toll Service

NSF - Non-Sufficient Funds

PBX - Private Branch Exchange

SAL - Special Access Line

V&H - Vertical and Horizontal

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SECTION 2 - TERMS AND CONDITIONS**2.1 Carrier Undertaking**

Carrier provides long distance interexchange telephone service to customers for their direct transmission of voice, data, and other types of telecommunications.

Communications originate when the customer accesses Carrier directly or through the facilities of the local service carrier via one or more access lines, equal access or on a dial-up basis. Carrier may act as the customer's agent for ordering access connection facilities provided by other carriers or entities when authorized by the customer, to allow connection of a customer's location to the Carrier network. The customer shall be responsible for all charges due for such service arrangements.

The Company's services are provided on a monthly basis unless otherwise stated in this tariff, and are available twenty-four (24) hours per day, seven (7) days per week.

2.2 Limitations on Service

2.2.1 Service is offered subject to the availability of the necessary facilities and/or equipment and subject to the provisions of this tariff.

2.2.2 Carrier reserves the right to discontinue furnishing service upon written notice, when necessitated by conditions beyond its control or when the customer is using the service in violation of the provisions of this tariff or in violation of the law.

2.2.3 Title to any equipment provided by Carrier under these regulations remains with Carrier. Prior written permission from the company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to any such assignee or transferee.

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2.3 Use of Service

Service may not be used for any unlawful purposes.

The minimum period for service is one month (30 days), unless otherwise noted in the customer's service agreement.

2.4 Limitation of Liability

2.4.1 Carrier shall not be liable to any person, firm or entity for damages, either direct, indirect, consequential, special, incidental, actual, punitive, or for any other damages or for any lost profits arising out of mistakes, accidents, errors, omissions, interruptions, delays or defects in transmissions arising out of or relating to this tariff or the obligations of Carrier pursuant to this tariff, and not caused by the negligence of the carrier, commencing upon activation of service and in no event exceeding an amount equivalent to the proportionate charge to the customer for the period of service during which mistakes, accidents, errors, omissions, interruptions, delays or defects in transmission occur. Carrier makes no warranty, whether express, implied or statutory, as to the description, quality, merchantability, completeness or fitness of the service or local access, or as to any other matter, all of which warranties by Carrier are hereby excluded and disclaimed.

2.4.2 Carrier will indemnify the customer and hold it harmless for any and all loss, damage, liability or expense asserted against the customer by a third party on account of any property damage or personal injury caused by any negligence or willful misconduct of Carrier or its agents or representatives arising out of performance of any testing or other activities on the customer's premises pursuant to this tariff. Carrier's obligations under the preceding sentence shall be subject to the customer's full performance of this tariff and the customer's duty to take reasonable precautions in the location, construction, maintenance and operation of all activities, facilities and equipment for protection against hazard or injury and interference with the services provided by Carrier.

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2.4 Limitation of Liability (continued)

2.4.3 Carrier shall be indemnified and held harmless by the customer against:

- A. Claims for libel, slander, infringement of patent or copyright or unauthorized use of any trademark, trade name, or service mark arising out of the material, data information, or other content transmitted over the carrier's facilities; and
- B. All other claims arising out of any act or omission by the customer in connection with any service provided by Carrier.

2.4.4 Carrier shall not be liable for, and the customer indemnifies and holds Carrier harmless from, any and all loss, claims, demands, suits, or other actions, or any liability whatsoever, whether suffered, made, instituted, or asserted by the customer or by any party or persons, for a personal injury to, or death of, any person or persons, and for any loss, damage, defacement, or destruction of the premises of the customer or any other property, whether owned by the customer or others, caused or claimed to have been caused directly or indirectly by the installation, operation, failure to operate, maintenance, condition, location, or use that is not the direct result of the carrier's negligence. No agents or employees or other carriers shall be deemed to be agents or employees of Carrier.

2.5 Interruption of Service

A credit allowance for interruptions of service which are not due to Carrier's testing or adjusting, to the negligence of the customer, or to the failure of the channels, equipment, and/or communications systems provided by the customer, are subject to the general liability provisions set forth herein. It shall be the obligation of the customer to notify Carrier of any interruption in service. Before giving such notice, the customer shall ascertain that the trouble is not being caused by any action or omission by or within the customer's control and is not in wiring or equipment connected to the Carrier terminal.

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2.6 Restoration of Service

The use and restoration of service in emergencies shall be in accordance with the Part 64, Subpart D of the Federal Communications Commission's Rules and Regulations which specifies the priority system for such activities.

2.7 Customer Responsibility

2.7.1 All customers assume general responsibilities in connection with the provisions and use of Carrier's service. All customers are responsible for the following:

- A. The customer is responsible for placing orders for service, paying all charges for service rendered by Carrier and complying with all of Carrier's regulations governing the service. The customer is also responsible for assuring that its users comply with regulations.
- B. When placing an order for service, the customer must provide:
 - 1. The name(s) and address(es) of the person(s) responsible for the payment of service charges.
 - 2. The name(s), telephone number(s), and address(es) of the customer contact person(s).
- C. The customer must pay Carrier for the replacement or repair of Carrier's equipment when the damage results from:
 - 1. The negligence or willful act of the customer or user.
 - 2. Improper use of service.
 - 3. Any use of equipment or service provided by others.
- D. After receipt of payment for the damages, Carrier will cooperate with the customer in prosecuting a claim against any third party causing damage.

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2.7.2 Maintenance, Testing, and Adjustment

Upon reasonable notice, any equipment provided by Carrier shall be made available to Carrier for such tests and adjustments as may be necessary to maintain them in satisfactory condition. No interruption allowance will be granted for the time during which such tests and adjustments are made.

2.7.3 Deposits and Advance Payments

The company will not collect deposits or advanced payments from Arizona customers.

2.7 Customer Responsibility

2.7.4 Credit Allowance

Credit for failure of service or equipment will be allowed only when failure is caused by or occurs in equipment owned, provided and billed for, by Carrier.

- A. Credit allowances for failure of service or equipment starts when the customer notifies Carrier of the failure or when Carrier becomes aware of the failure and ceases when the operation has been restored and an attempt has been made to notify the customer.
- B. The customer shall notify Carrier of failures of service or equipment and make reasonable attempts to ascertain that the failure is not caused by customer provided facilities, any act, or omission of the customer or in wiring or equipment connected to the terminal.
- C. Only those portions of the service or equipment operation disabled will be credited. No credit allowances will be made for:
 - 1. Interruptions of service resulting from Carrier performing routine maintenance;
 - 2. Interruptions of service for implementation of a customer order for a change in the service;
 - 3. Interruption caused by the negligence of the customer or his authorized user;
 - 4. Interruptions of service resulting from the failure of service or equipment due to customer-provided facilities.
 - 5. No credit shall be allowed for an interruptions of less than two hours.

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2.7 Customer Responsibility**2.7.5** Cancellation by Customer

If a customer orders services requiring special equipment and/or facilities dedicated to the customer's use and then cancels his order before the service begins, a charge will be made to the customer for the non-recoverable portions of expenditures or liabilities incurred expressly on behalf of the customer by Carrier.

2.7.6 Payment and Charges for Services

- A. Service is provided and billed on a monthly basis.
- B. Payment is due upon receipt. Payment will be considered timely if paid within 20 days after the bill is rendered. The bill shall be considered rendered when deposited in the U.S. mail with postage prepaid.
- C. In the event of a dispute concerning a bill, Customer must pay a sum equal to the amount of the undisputed portion of the bill and proceed with complaint procedures set forth in this tariff.
- D. The customer is responsible for payment of all charges for service furnished to the customer under this tariff.
- E. Customer is responsible for payment of any state and local taxes (i.e. gross receipts tax, sales tax, municipal utilities tax) which will be listed as separate line items and which are not included in the quoted rates.
- F. Customers will be charged a late payment penalty on past-due amounts.
- G. Customers will be charged a fee for each return check issued by a customer.

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2.7.7 Application of Charges

The charges for service are those charges in effect during the period in service was furnished.

2.7.8 Customer Complaint Procedure

Carrier will resolve any disputes brought to its attention as promptly and effectively as possible. Customer Service Representatives can be reach via the following toll free telephone number: 1-888-389-2899.

Any unresolved disputes may be directed to the attention of the Commission.

In the event of a dispute concerning an invoice, the customer must pay a sum equal to the amount of the undisputed portion of the bill and notify the Company of the disputed portion.

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2.8 Carrier Responsibility

2.8.1 Cancellation Credit

Where Carrier cancels a service or the provision of equipment and the final service period is less than the monthly billing period, a credit will be issued for any amounts billed in advance, prorated at 1/30th of the monthly recurring charge for each day the service was rendered or the equipment was provided. This credit will be issued to the customer or applied against the balance remaining on the customer's account.

2.8.2 Disconnection of Service by Carrier

Carrier, upon 5 days written notice to the customer, may discontinue service or cancel an application for service without incurring any liability for any of the following reasons:

- A. Non-payment of any sum due to Carrier for service for more than twenty days beyond the date of rendition of the bill for such service;
- B. A violation of any regulation governing the service under this tariff;
- C. A violation of any law, rule, or regulation of any government authority having jurisdiction over the service; or
- D. Carrier is prohibited from furnishing services by order of a court or other government authority having jurisdiction.

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES**3.1 Timing of Calls**

The customer's monthly usage charges for Carrier service are based upon the total number of minutes the customer uses and service options subscribed to. Chargeable time begins when the connection is established between the calling station and the called station or PBX. Chargeable time ends when either party "hangs up."

There are no charges incurred if a call is not completed.

3.2 Start of Billing

For billing purposes, the start of service is the day first day on which service is available for use by the customer. The end of service date is the last day on which service was provided by the Carrier after notification of cancellation.

3.3 Interconnection

Service furnished by Carrier may be interconnected with services or facilities of other authorized communications common carriers and with private systems, subject to the technical limitations established by Carrier. Service furnished by Carrier is not part of a joint undertaking with such other carriers. Any special interface equipment of Carrier and other participating carriers shall be provided at the customer's expense.

Interconnection with the facilities or services of other carriers shall be under the applicable terms and conditions of other carriers' tariffs. The customer is responsible for taking all necessary legal steps for interconnecting his customer - provided terminal equipment or communications systems with Carrier's. The customer shall secure all licenses, permits, right-of-ways, and other arrangements necessary for such interconnection.

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3.5 Calculation of Distance

Usage charges for any mileage sensitive products are based on the airline distance between rate centers associated with the originating and terminating points of the call.

The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The company uses the rate centers and associated vertical and horizontal coordinates that are generally accepted within the industry.

Formula:
$$\frac{\sqrt{(V1 - V2)^2 + (H1 - H2)^2}}{10}$$

3.6 Minimum Call Completion Rate

The customer can expect a call completion rate of 99% of calls attempted during peak use periods.

3.7 Special Services

A Special Service is a request by a customer for a service which has no prescribed rate in this tariff. Special Service charges will be developed on an individual case basis and filed in this tariff.

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3.8 Service Offerings

The Carrier provides the following services:

3.8.1 Message Toll Service (MTS)

Outgoing long distance service whereby the customer accesses the Company's underlying carrier's network on an equal access or dial-up basis.

In non-equal access areas, the customer will gain access to the Carrier's network by dialing a 101XXXX access code which will be provided by the Company.

3.8.2 Inbound Service (8XX)

Inbound service is virtual banded inbound toll service which permits calls to be completed at the subscriber's location without charge to the calling party. Access to the service is gained by dialing a ten digit telephone number which terminates at the customer's location. Inbound services originate via normal shared use facilities and are terminated via the customers' local exchange service access line.

The Company will accept a prospective inbound service customer's request for up to ten (10) 800/888 telephone numbers and will reserve such number(s) on a first come first serve basis.

All requests for number reservations must be made in writing, dated and signed by a responsible representative of the customer. Carrier does not guarantee the availability of number(s) until assigned. The number(s) requested, if available, will be reserved for and furnished to the eligible customer.

If a customer who has received a number does not subscribe to inbound service within 90 days, the company reserves the right to make the assigned number(s) available for use by another customer.

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3.8.3 Travel Card Service

Allows subscribers who are away from home or office to place calls by gaining access to the network via an 800 number and personal identification number (PIN) issued by the company.

3.8.4 Directory Assistance

The Company will provide requesting customers with listed telephone numbers at a per call charge.

3.8.5 Operator Service

Operator Assisted Services are provided by and billed by the Company's underlying carrier.

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SECTION 3 DESCRIPTON OF SERVICES AND RATES

3.9 Airespring Outbound x1 Plan

(N)

The options listed below should be used in conjunction with Section 4.18 for the options and tiers that the Customer may select based upon their monthly estimated usage and term plan commitment.

3.9.1 Airespring Outbound A1

Airespring Outbound A1 provides Customers with the ability to make intrastate 1+ long distance calls within the State of Arizona. All calls are billed in one (1) minute increments, with a minimum billing period of one (1) minute. Outbound Option A1 is for customers with minimal monthly usage.

3.9.2 Airespring Outbound B1

Airespring Outbound B1 provides Customers with the ability to make intrastate 1+ long distance calls within the State of Arizona. All calls are billed in one (1) minute increments, with a minimum billing period of one (1) minute. Outbound Option B1 is for customers with intermediate monthly usage.

3.9.3 Airespring Outbound C1

Airespring Outbound C1 provides Customers with the ability to make intrastate 1+ long distance calls within the State of Arizona. All calls are billed in one (1) minute increments, with a minimum billing period of one (1) minute. Outbound Option C1 is for customers with moderate monthly usage.

3.9.4 Airespring Outbound D1

Airespring Outbound D1 provides Customers with the ability to make intrastate 1+ long distance calls within the State of Arizona. All calls are billed in one (1) minute increments, with a minimum billing period of one (1) minute. Outbound Option D1 is for customers with heavy monthly usage.

(N)

SECTION 3 DESCRIPTON OF SERVICES AND RATES

3.10 Airespring Outbound x6 Plan

(N)

The options listed below should be used in conjunction with Section 4.18 for the options and tiers that the Customer may select based upon their monthly estimated usage and term plan commitment.

3.10.1 Airespring Outbound A6

Airespring Outbound A6 provides Customers with the ability to make intrastate 1+ long distance calls within the State of Arizona. All calls are billed in six (6) second increments, with a minimum billing period of eighteen (18) seconds.

3.10.2 Airespring Outbound B6

Airespring Outbound B6 provides Customers with the ability to make intrastate 1+ long distance calls within the State of Arizona. All calls are billed in six (6) second increments, with a minimum billing period of eighteen (18) seconds.

3.10.3 Airespring Outbound C6

Airespring Outbound C6 provides Customers with the ability to make intrastate 1+ long distance calls within the State of Arizona. All calls are billed in six (6) second increments, with a minimum billing period of eighteen (18) seconds.

3.10.4 Airespring Outbound D6

Airespring Outbound D6 provides Customers with the ability to make intrastate 1+ long distance calls within the State of Arizona. All calls are billed in six (6) second increments, with a minimum billing period of eighteen (18) seconds.

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SECTION 3 DESCRIPTON OF SERVICES AND RATES

3.11 Airespring Inbound x1 Plans

(N)

The options listed below should be used in conjunction with Section 4.18 for the options and tiers that the Customer may select based upon their monthly estimated usage and term plan commitment.

3.11.1 Airespring Inbound A1

Airespring Inbound A1 provides Customers with the ability to make intrastate 1+ long distance calls within the State of Arizona. All calls are billed in one (1) minute increments, with a minimum billing period of one (1) minute. Inbound Option A1 is for customers with minimal monthly usage.

3.11.2 Airespring Inbound B1

Airespring Inbound B1 provides Customers with the ability to make intrastate 1+ long distance calls within the State of Arizona. All calls are billed in one (1) minute increments, with a minimum billing period of one (1) minute. Inbound Option B1 is for customers with intermediate monthly usage.

3.11.3 Airespring Inbound C1

Airespring Inbound C1 provides Customers with the ability to make intrastate 1+ long distance calls within the State of Arizona. All calls are billed in one (1) minute increments, with a minimum billing period of one (1) minute. Inbound Option C1 is for customers with moderate monthly usage.

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SECTION 3 DESCRIPTION OF SERVICES AND RATES

3.11 Airespring Inbound x1 Plans, (Cont'd.)

(N)

3.11.4 Airespring Inbound D1

Airespring Inbound D1 provides Customers with the ability to make intrastate 1+ long distance calls within the State of Arizona. All calls are billed in one (1) minute increments, with a minimum billing period of one (1) minute. Inbound Option D1 is for customers with heavy monthly usage.

3.11.5 Toll Free Service Monthly Recurring Charge

The Customer will be charged a monthly recurring charge for each toll free number that they have secured from the Company.

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SECTION 3 DESCRIPTON OF SERVICES AND RATES

3.12 Airespring Inbound x6 Plans

(N)

The options listed below should be used in conjunction with Section 4.18 for the options and tiers that the Customer may select based upon their monthly estimated usage and term plan commitment.

3.12.1 Airespring Inbound A6

Airespring Inbound A6 provides Customers with the ability to make intrastate 1+ long distance calls within the State of Arizona. All calls are billed in six (6) second increments, with a minimum billing period of eighteen (18) seconds.

3.12.2 Airespring Inbound B6

Airespring Inbound B6 provides Customers with the ability to make intrastate 1+ long distance calls within the State of Arizona. All calls are billed in six (6) second increments, with a minimum billing period of eighteen (18) seconds.

3.12.3 Airespring Inbound C6

Airespring Inbound C6 provides Customers with the ability to make intrastate 1+ long distance calls within the State of Arizona. All calls are billed in six (6) second increments, with a minimum billing period of eighteen (18) seconds.

3.12.4 Airespring Inbound D6

Airespring Inbound D6 provides Customers with the ability to make intrastate 1+ long distance calls within the State of Arizona. All calls are billed in six (6) second increments, with a minimum billing period of eighteen (18) seconds.

3.12.5 Toll Free Service Monthly Recurring Charge

The Customer will be charged a monthly recurring charge for each toll free number that they have secured from the Company.

(N)

SECTION 3 DESCRIPTON OF SERVICES AND RATES

3.13 Dedicated Access Outbound and Inbound Rates (N)

The options listed below should be used in conjunction with Section 4.18 for the options and tiers that the Customer may select based upon their monthly estimated usage and term plan commitment.

3.13.1 Airespring Dedicated Outbound Services

Airespring Dedicated Outbound 6 service provides Customers with the ability to make intrastate 1+ long distance calls within the state. All calls are billed in six (6) second increments, with a minimum billing period of six (6) seconds.

A. Dedicated Access Lines

Dedicated Access Lines are provided and billed to the Customer by the Company or by another Dedicated Access provider. Charges for Dedicated Access Lines are determined by the Dedicated Access provider.

3.13.2 Airespring Dedicated Inbound Services

Airespring Dedicated Inbound 6 service provides Customers with the ability to received intrastate toll free calls within the state. All calls are billed in six (6) second increments, with a minimum billing period of six (6) seconds.

A. Dedicated Access Lines

Dedicated Access Lines are provided and billed to the Customer by the Company or by another Dedicated Access provider. Charges for Dedicated Access Lines are determined by the Dedicated Access provider. (N)

SECTION 3 DESCRIPTON OF SERVICES AND RATES

3.14 SIP Trunking Outbound and Inbound Rates

(N)

The options listed below should be used in conjunction with Section 4.18 for the options and tiers that the Customer may select based upon their monthly estimated usage and term plan commitment.

3.14.1 Local SIP Trunking Outbound LD Service

Airespring Local SIP Trunking Outbound LD service provides Customers with the ability to make intrastate 1+ long distance calls within the state.

3.14.2 Local SIP Trunking Inbound Toll Free Service

Airespring Local SIP Trunking Inbound Toll Free service provides Customers with the ability to received intrastate toll free calls within the state. All calls are billed in one (1) minute increments, with a minimum billing period of one (1) minute.

3.14.3 LD SIP Blended Trunk Outbound LD Service

Airespring LD SIP Blended Trunk Outbound LD Service provides Customers with the ability to make intrastate 1+ long distance calls within the state. All calls are billed in six (6) second increments, with a minimum billing period of eighteen (18) seconds.

3.14.4 LD SIP Blended Trunk Inbound Toll Free Service

Airespring LD SIP Blended Trunk Inbound Toll Free Service provides Customers with the ability to received intrastate toll free calls within the state. All calls are billed in six (6) second increments, with a minimum billing period of eighteen (18) seconds.

(N)

By:

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SECTION 3 DESCRIPTION OF SERVICES AND RATES

3.15 Local and Integrated T-1 Service Offerings

(N)

The options listed below should be used in conjunction with Section 4.18 for the options and tiers that the Customer may select based upon their monthly estimated usage and term plan commitment.

3.15.1 Local and Integrated T-1 Outbound LD Service

Airespring Local and Integrated T-1 Outbound LD Service provides Customers with the ability to make intrastate 1+ long distance calls within the state. All calls are billed in six (6) second increments, with a minimum billing period of eighteen (18) seconds.

3.15.2 Local and Integrated T-1 Inbound Toll Free Service

Airespring Local and Integrated T-1 Inbound Toll Free Service provides Customers with the ability to received intrastate toll free calls within the state. All calls are billed in six (6) second increments, with a minimum billing period of eighteen (18) seconds.

(N)

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SECTION 3 DESCRIPTION OF SERVICES AND RATES

3.16 Optional Rates and Tiered Pricing Summary

(N)

The options listed below should be used in conjunction with Section 4.18 for the options and tiers that the Customer may select based upon their monthly estimated usage and term plan commitment.

3.16.1 Customer Obligations

Customers may request that the Company review their billing levels and if applicable, move them to a different billing level based upon the actual billing. Customers that are eligible for a lower per minute billing rate will be moved to the newer rate but will not be eligible for retroactive credits between the actual billing levels and the billing levels established during the initial sales call and/or subsequent billing review.

(N)

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SECTION 4 - RATES AND CHARGES

4.1. Usage Charges and Billing Increments

4.1.1 Usage Charges

Usage charges are either flat rated or are determined by the time of day rate periods and minutes of use within each rate period. The rate period is determined by the time and day of call origination at the customer's location.

4.1.2 Billing Increments

Billing increments are specifically stated in the product rate sections below.

4.1.3 Rounding

All partial usage will be rounded up to the next highest billing increment set forth for the applicable product. Any partial cents will be rounded up to the next highest whole cent.

ISSUED: July 23, 2002

EFFECTIVE: August 5, 2003

ISSUED BY: Avi Lonstein, President
Airespring, Inc.
15350 Sherman Way, Suite 492
Van Nuys, California 91406

4.2 Maximum Switched Access Outbound and Inbound Service Rates

- A. Maximum Rate: \$0.30 per minute.
- B. Usage is billed in an initial eighteen second minute increments and in six second increments thereafter.

4.4 Maximum Non-Blended Dedicated Outbound and Inbound Rates

- A. Maximum Rate: \$0.30 per minute.
- B. Usage is billed in six second increments.

4.5 Maximum Dishonored Check Charge

All customers issuing dishonored check(s) will be charged a fee for each dishonored check issued to the company in an amount not to exceed \$20.00.

The charge will be applied to the customer's monthly billing, in addition to any other charges which may apply under this tariff.

Payment rendered by check, which is subsequently dishonored, shall not constitute payment until such time as repayment is made by valid means.

4.6 Maximum Directory Assistance Charge

Maximum charge of \$1.50 per call.

4.7 Late Payment Penalty

Customers will be charged 1.5% of any amounts owed to the Company beyond the due date as set forth within this tariff.

ISSUED: July 23, 2002

EFFECTIVE: August 5, 2003

ISSUED BY: Avi Lonstein, President
Airespring, Inc.
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4.8 Presubscribed Interexchange Carrier Charge (PICC)

A monthly Federal PICC shall be charged to each telephone number that is presubscribed to carrier per FCC guidelines.

4.9 Universal Service Fund Charge

A monthly Federal Universal Service Fund tax shall be added to each bill based upon the total billed revenues.

4.10 Pay Telephone (Payphone) Surcharge

A maximum \$0.50 surcharge shall be assessed for each call made from a pay telephone to an 800 number or using a travel card and dialing the carrier prefix in the form 101XXXX. Although collected on the customer's bill, this charge is reimbursed to pay telephone service provider.

ISSUED: July 23, 2002

EFFECTIVE: August 5, 2003

ISSUED BY: Avi Lonstein, President
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SECTION 4 - RATES AND CHARGES, (CONT'D.)

4.11 Airespring Outbound x1 Plan (N)

All calls are billed in one (1) minute increments, with a minimum billing period of one (1) minute.

4.11.1 Airespring Outbound A1

Outbound Option A1 is for customers with minimal monthly usage.

Option A	Maximum Per Minute Rates			
	Tier 1	Tier 2	Tier 3	Tier 4
Option A-1	\$0.8735	\$0.8560	\$0.8386	\$0.8211
Option A-2	\$0.7761	\$0.7606	\$0.7451	\$0.7295
Option A-3	\$0.7122	\$0.6980	\$0.6837	\$0.6695
Option A-4	\$0.6778	\$0.6642	\$0.6507	\$0.6371

4.11.2 Airespring Outbound B1

Outbound Option B1 is for customers with intermediate monthly usage.

Outbound B	Maximum Per Minute Rates			
	Tier 1	Tier 2	Tier 3	Tier 4
Option B-1	\$0.7131	\$0.6988	\$0.6846	\$0.6703
Option B-2	\$0.6329	\$0.6202	\$0.6076	\$0.5949
Option B-3	\$0.5823	\$0.5707	\$0.5590	\$0.5474
Option B-4	\$0.5546	\$0.5435	\$0.5324	\$0.5213 (N)

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SECTION 4 - RATES AND CHARGES, (CONT'D.)

4.11 Airespring Outbound x1 Plan, (Cont'd.)

(N)

4.11.3 Airespring Outbound C1

Outbound Option C1 is for customers with moderate monthly usage.

Option C	Maximum Per Minute Rates			
	Tier 1	Tier 2	Tier 3	Tier 4
Option C-1	\$0.7131	\$0.6988	\$0.6846	\$0.6703
Option C-2	\$0.6329	\$0.6202	\$0.6076	\$0.5949
Option C-3	\$0.5823	\$0.5707	\$0.5590	\$0.5474
Option C-4	\$0.5546	\$0.5435	\$0.5324	\$0.5213

4.11.4 Airespring Outbound D1

Outbound Option D1 is for customers with heavy monthly usage.

Outbound D	Maximum Per Minute Rates			
	Tier 1	Tier 2	Tier 3	Tier 4
Option D-1	\$0.4305	\$0.4219	\$0.4133	\$0.4047
Option D-2	\$0.3828	\$0.3751	\$0.3675	\$0.3598
Option D-3	\$0.3523	\$0.3453	\$0.3382	\$0.3312
Option D-4	\$0.3360	\$0.3293	\$0.3226	\$0.3158

(N)

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SECTION 4 - RATES AND CHARGES, (CONT'D.)

4.12 Airespring Outbound x6 Plan (N)

All calls are billed in six (6) second increments, with an Initial Period of eighteen (18) seconds.

4.12.1 Airespring Outbound A6

Outbound A6		Maximum Per Period Rates			
Initial Period	Tier 1	Tier 2	Tier 3	Tier 4	
Option A6-1	\$0.2622	\$0.2570	\$0.2517	\$0.2465	
Option A6-2	\$0.2328	\$0.2281	\$0.2235	\$0.2188	
Option A6-3	\$0.2136	\$0.2093	\$0.2051	\$0.2008	
Option A6-4	\$0.2034	\$0.1993	\$0.1953	\$0.1912	
Each Addl. Period	Tier 1	Tier 2	Tier 3	Tier 4	
Option A6-1	\$0.0874	\$0.0857	\$0.0839	\$0.0822	
Option A6-2	\$0.0776	\$0.0761	\$0.0745	\$0.0730	
Option A6-3	\$0.0712	\$0.0698	\$0.0684	\$0.0669	
Option A6-4	\$0.0678	\$0.0664	\$0.0651	\$0.0637	

4.12.2 Airespring Outbound B6

Outbound B6		Maximum Per Period Rates			
Initial Period	Tier 1	Tier 2	Tier 3	Tier 4	
Option B6-1	\$0.2139	\$0.2096	\$0.2053	\$0.2011	
Option B6-2	\$0.1899	\$0.1861	\$0.1823	\$0.1785	
Option B6-3	\$0.1746	\$0.1711	\$0.1676	\$0.1641	
Option B6-4	\$0.1665	\$0.1632	\$0.1598	\$0.1565	
Each Addl. Period	Tier 1	Tier 2	Tier 3	Tier 4	
Option B6-1	\$0.0713	\$0.0699	\$0.0684	\$0.0670	
Option B6-2	\$0.0633	\$0.0620	\$0.0608	\$0.0595	
Option B6-3	\$0.0582	\$0.0570	\$0.0559	\$0.0547	
Option B6-4	\$0.0555	\$0.0544	\$0.0533	\$0.0522	

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SECTION 4 - RATES AND CHARGES, (CONT'D.)

4.12 Airespring Outbound x6 Plan, (Cont'd.)

(N)

4.12.3 Airespring Outbound C6

Outbound C6		Maximum Per Period Rates			
Initial Period	Tier 1	Tier 2	Tier 3	Tier 4	
Option C6-1	\$0.2139	\$0.2096	\$0.2053	\$0.2011	
Option C6-2	\$0.1899	\$0.1861	\$0.1823	\$0.1785	
Option C6-3	\$0.1746	\$0.1711	\$0.1676	\$0.1641	
Option C6-4	\$0.1665	\$0.1632	\$0.1598	\$0.1565	
Each Addl. Period	Tier 1	Tier 2	Tier 3	Tier 4	
Option C6-1	\$0.0713	\$0.0699	\$0.0684	\$0.0670	
Option C6-2	\$0.0633	\$0.0620	\$0.0608	\$0.0595	
Option C6-3	\$0.0582	\$0.0570	\$0.0559	\$0.0547	
Option C6-4	\$0.0555	\$0.0544	\$0.0533	\$0.0522	

4.12.4 Airespring Outbound D6

Outbound D6		Maximum Per Period Rates			
Initial Period	Tier 1	Tier 2	Tier 3	Tier 4	
Option D6-1	\$0.1293	\$0.1267	\$0.1241	\$0.1215	
Option D6-2	\$0.1149	\$0.1126	\$0.1103	\$0.1080	
Option D6-3	\$0.1056	\$0.1035	\$0.1014	\$0.0993	
Option D6-4	\$0.1008	\$0.0988	\$0.0968	\$0.0948	
Each Addl. Period	Tier 1	Tier 2	Tier 3	Tier 4	
Option D6-1	\$0.0431	\$0.0422	\$0.0414	\$0.0405	
Option D6-2	\$0.0383	\$0.0375	\$0.0368	\$0.0360	
Option D6-3	\$0.0352	\$0.0345	\$0.0338	\$0.0331	
Option D6-4	\$0.0336	\$0.0329	\$0.0323	\$0.0316	

(N)

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SECTION 4 - RATES AND CHARGES, (CONT'D.)

4.13 Airespring Inbound x1 Plans (N)

All calls are billed in one (1) minute increments, with a minimum billing period of one (1) minute.

4.13.1 Airespring Inbound A1

Option A1 is for customers with minimal monthly usage.

Option A	Maximum Per Minute Rates			
	Tier 1	Tier 2	Tier 3	Tier 4
Option A-1	\$0.9747	\$0.9552	\$0.9357	\$0.9162
Option A-2	\$0.8659	\$0.8486	\$0.8313	\$0.8139
Option A-3	\$0.7923	\$0.7765	\$0.7606	\$0.7448
Option A-4	\$0.7561	\$0.7410	\$0.7259	\$0.7107

4.13.2 Airespring Inbound B1

Option B1 is for customers with intermediate monthly usage.

Inbound B	Maximum Per Minute Rates			
	Tier 1	Tier 2	Tier 3	Tier 4
Option B-1	\$0.6667	\$0.6534	\$0.6400	\$0.6267
Option B-2	\$0.5917	\$0.5799	\$0.5680	\$0.5562
Option B-3	\$0.5432	\$0.5323	\$0.5215	\$0.5106
Option B-4	\$0.5174	\$0.5071	\$0.4967	\$0.4864

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SECTION 4 - RATES AND CHARGES, (CONT'D.)

4.13 Airespring Inbound x1 Plans, (Cont'd.)

(N)

4.13.3 Airespring Inbound C1

Option C1 is for customers with moderate monthly usage.

Option C	Maximum Per Minute Rates			
	Tier 1	Tier 2	Tier 3	Tier 4
Option C-1	\$0.6653	\$0.6520	\$0.6387	\$0.6254
Option C-2	\$0.5917	\$0.5799	\$0.5680	\$0.5562
Option C-3	\$0.5432	\$0.5323	\$0.5215	\$0.5106
Option C-4	\$0.5174	\$0.5071	\$0.4967	\$0.4864

4.13.4 Airespring Inbound D1

Option D1 is for customers with heavy monthly usage.

Inbound D	Maximum Per Minute Rates			
	Tier 1	Tier 2	Tier 3	Tier 4
Option D-1	\$0.4487	\$0.4397	\$0.4308	\$0.4218
Option D-2	\$0.3999	\$0.3919	\$0.3839	\$0.3759
Option D-3	\$0.3675	\$0.3602	\$0.3528	\$0.3455
Option D-4	\$0.3504	\$0.3434	\$0.3364	\$0.3294

4.13.5 Toll Free Service Monthly Recurring Charge

The Customer will be charged a monthly recurring charge for each toll free number that have secured from the Company.

Maximum Monthly Recurring Charge (per line) \$5.00

(N)

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SECTION 4 - RATES AND CHARGES, (CONT'D.)

4.14 Airespring Inbound x6 Plans (N)

All calls are billed in six (6) second increments, with an Initial Period of eighteen (18) seconds.

4.14.1 Airespring Inbound A6

Inbound A6		Maximum Per Period Rates			
Initial Period	Tier 1	Tier 2	Tier 3	Tier 4	
Option A6-1	\$0.2925	\$0.2867	\$0.2808	\$0.2750	
Option A6-2	\$0.2598	\$0.2546	\$0.2494	\$0.2442	
Option A6-3	\$0.2376	\$0.2328	\$0.2281	\$0.2233	
Option A6-4	\$0.2268	\$0.2223	\$0.2177	\$0.2132	
Each Addl. Period	Tier 1	Tier 2	Tier 3	Tier 4	
Option A6-1	\$0.0975	\$0.0956	\$0.0936	\$0.0917	
Option A6-2	\$0.0866	\$0.0849	\$0.0831	\$0.0814	
Option A6-3	\$0.0792	\$0.0776	\$0.0760	\$0.0744	
Option A6-4	\$0.0756	\$0.0741	\$0.0726	\$0.0711	

4.14.2 Airespring Inbound B6

Inbound B6		Maximum Per Period Rates			
Initial Period	Tier 1	Tier 2	Tier 3	Tier 4	
Option B6-1	\$0.2001	\$0.1961	\$0.1921	\$0.1881	
Option B6-2	\$0.1776	\$0.1740	\$0.1705	\$0.1669	
Option B6-3	\$0.1629	\$0.1596	\$0.1564	\$0.1531	
Option B6-4	\$0.1551	\$0.1520	\$0.1489	\$0.1458	
Each Addl. Period	Tier 1	Tier 2	Tier 3	Tier 4	
Option B6-1	\$0.0667	\$0.0654	\$0.0640	\$0.0627	
Option B6-2	\$0.0592	\$0.0580	\$0.0568	\$0.0556	
Option B6-3	\$0.0543	\$0.0532	\$0.0521	\$0.0510	
Option B6-4	\$0.0517	\$0.0507	\$0.0496	\$0.0486	

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SECTION 4 - RATES AND CHARGES, (CONT'D.)

4.14 Airespring Inbound x6 Plans, (Cont'd.)

(N)

4.14.3 Airespring Inbound C6

Inbound C6		Maximum Per Period Rates			
Initial Period	Tier 1	Tier 2	Tier 3	Tier 4	
Option C6-1	\$0.1995	\$0.1955	\$0.1915	\$0.1875	
Option C6-2	\$0.1776	\$0.1740	\$0.1705	\$0.1669	
Option C6-3	\$0.1629	\$0.1596	\$0.1564	\$0.1531	
Option C6-4	\$0.1551	\$0.1520	\$0.1489	\$0.1458	
Each Addl. Period	Tier 1	Tier 2	Tier 3	Tier 4	
Option C6-1	\$0.0665	\$0.0652	\$0.0638	\$0.0625	
Option C6-2	\$0.0592	\$0.0580	\$0.0568	\$0.0556	
Option C6-3	\$0.0543	\$0.0532	\$0.0521	\$0.0510	
Option C6-4	\$0.0517	\$0.0507	\$0.0496	\$0.0486	

4.14.4 Airespring Inbound D6

Inbound D6		Maximum Per Period Rates			
Initial Period	Tier 1	Tier 2	Tier 3	Tier 4	
Option D6-1	\$0.1347	\$0.1320	\$0.1293	\$0.1266	
Option D6-2	\$0.1200	\$0.1176	\$0.1152	\$0.1128	
Option D6-3	\$0.1104	\$0.1082	\$0.1060	\$0.1038	
Option D6-4	\$0.1050	\$0.1029	\$0.1008	\$0.0987	
Each Addl. Period	Tier 1	Tier 2	Tier 3	Tier 4	
Option D6-1	\$0.0449	\$0.0440	\$0.0431	\$0.0422	
Option D6-2	\$0.0400	\$0.0392	\$0.0384	\$0.0376	
Option D6-3	\$0.0368	\$0.0361	\$0.0353	\$0.0346	
Option D6-4	\$0.0350	\$0.0343	\$0.0336	\$0.0329	

4.14.5 Toll Free Service Monthly Recurring Charge

The Customer will be charged a monthly recurring charge for each toll free number that have secured from the Company.

Maximum Monthly Recurring Charge (per line) \$5.00

(N)

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SECTION 4 - RATES AND CHARGES, (CONT'D.)

4.15 Dedicated Access Outbound and Inbound Rates

(N)

4.15.1 Airespring Dedicated Outbound Services

All calls are billed in six (6) second increments.

A. Airespring Dedicated Outbound A1

Dedicated A Period	Maximum Per Period Rates (Initial and Each Additional Period)					
	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5	Tier 6
Option A-1	\$0.01402	\$0.01374	\$0.01353	\$0.01332	\$0.01311	\$0.01276
Option A-2	\$0.01297	\$0.01271	\$0.01251	\$0.01232	\$0.01212	\$0.01180
Option A-3	\$0.01183	\$0.01159	\$0.01142	\$0.01124	\$0.01106	\$0.01077
Option A-4	\$0.01086	\$0.01064	\$0.01048	\$0.01032	\$0.01015	\$0.00988
Option A-5	\$0.01025	\$0.01005	\$0.00989	\$0.00974	\$0.00958	\$0.00933
Option A-6	\$0.00972	\$0.00953	\$0.00938	\$0.00923	\$0.00909	\$0.00885

B. Airespring Dedicated Outbound B1

Dedicated B Period	Maximum Per Period Rates (Initial and Each Additional Period)					
	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5	Tier 6
Option B-1	\$0.01293	\$0.01267	\$0.01248	\$0.01228	\$0.01209	\$0.01177
Option B-2	\$0.01196	\$0.01172	\$0.01154	\$0.01136	\$0.01118	\$0.01088
Option B-3	\$0.01092	\$0.01070	\$0.01054	\$0.01037	\$0.01021	\$0.00994
Option B-4	\$0.01001	\$0.00981	\$0.00966	\$0.00951	\$0.00936	\$0.00911
Option B-5	\$0.00946	\$0.00927	\$0.00913	\$0.00899	\$0.00885	\$0.00861
Option B-6	\$0.00897	\$0.00879	\$0.00866	\$0.00852	\$0.00839	\$0.00816

C. Airespring Dedicated Outbound C1

Dedicated C Period	Maximum Per Period Rates (Initial and Each Additional Period)					
	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5	Tier 6
Option C-1	\$0.00321	\$0.00315	\$0.00310	\$0.00305	\$0.00300	\$0.00292
Option C-2	\$0.00287	\$0.00281	\$0.00277	\$0.00273	\$0.00268	\$0.00261
Option C-3	\$0.00236	\$0.00231	\$0.00228	\$0.00224	\$0.00221	\$0.00215
Option C-4	\$0.00219	\$0.00215	\$0.00211	\$0.00208	\$0.00205	\$0.00199
Option C-5	\$0.00202	\$0.00198	\$0.00195	\$0.00192	\$0.00189	\$0.00184
Option C-6	\$0.00185	\$0.00181	\$0.00179	\$0.00176	\$0.00173	\$0.00168

(N)

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SECTION 4 - RATES AND CHARGES, (CONT'D.)

4.15 Dedicated Access Outbound and Inbound Rates, (Cont'd.)

(N)

4.15.2 Airespring Dedicated Inbound Services

All calls are billed in six (6) second increments.

A. Airespring Dedicated Inbound A1

Dedicated A Period	Maximum Per Period Rates (Initial and Each Additional Period)					
	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5	Tier 6
Option A-1	\$0.01404	\$0.01376	\$0.01355	\$0.01334	\$0.01313	\$0.01278
Option A-2	\$0.01299	\$0.01273	\$0.01253	\$0.01234	\$0.01214	\$0.01182
Option A-3	\$0.01185	\$0.01161	\$0.01144	\$0.01126	\$0.01108	\$0.01078
Option A-4	\$0.01087	\$0.01065	\$0.01049	\$0.01033	\$0.01016	\$0.00989
Option A-5	\$0.01027	\$0.01006	\$0.00991	\$0.00976	\$0.00960	\$0.00935
Option A-6	\$0.00974	\$0.00955	\$0.00940	\$0.00925	\$0.00911	\$0.00886

B. Airespring Dedicated Inbound B1

Dedicated B Period	Maximum Per Period Rates (Initial and Each Additional Period)					
	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5	Tier 6
Option B-1	\$0.01177	\$0.01153	\$0.01136	\$0.01118	\$0.01100	\$0.01071
Option B-2	\$0.01088	\$0.01067	\$0.01050	\$0.01034	\$0.01018	\$0.00990
Option B-3	\$0.00993	\$0.00973	\$0.00958	\$0.00943	\$0.00928	\$0.00904
Option B-4	\$0.00911	\$0.00893	\$0.00879	\$0.00865	\$0.00852	\$0.00829
Option B-5	\$0.00861	\$0.00844	\$0.00831	\$0.00818	\$0.00805	\$0.00784
Option B-6	\$0.00816	\$0.00800	\$0.00787	\$0.00775	\$0.00763	\$0.00743

C. Airespring Dedicated Inbound C1

Dedicated C Period	Maximum Per Period Rates (Initial and Each Additional Period)					
	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5	Tier 6
Option C-1	\$0.00925	\$0.00907	\$0.00893	\$0.00879	\$0.00865	\$0.00842
Option C-2	\$0.00855	\$0.00838	\$0.00825	\$0.00813	\$0.00800	\$0.00778
Option C-3	\$0.00781	\$0.00765	\$0.00754	\$0.00742	\$0.00730	\$0.00711
Option C-4	\$0.00716	\$0.00702	\$0.00691	\$0.00680	\$0.00669	\$0.00652
Option C-5	\$0.00676	\$0.00662	\$0.00652	\$0.00642	\$0.00632	\$0.00615
Option C-6	\$0.00641	\$0.00628	\$0.00619	\$0.00609	\$0.00599	\$0.00583

(N)

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SECTION 4 - RATES AND CHARGES, (CONT'D.)

4.16 SIP Trunking Outbound and Inbound Rates (N)

4.16.1 Local SIP Trunking Outbound LD Service

A. Per Minute Rates

All calls are billed in one (1) minute increments, with a minimum billing period of one (1) minute.

	Maximum Per Minute Rates				
	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.04110	\$0.04028	\$0.03946	\$0.03863	\$0.03781
Option A-2	\$0.03800	\$0.03724	\$0.03648	\$0.03572	\$0.03496
Option A-3	\$0.03469	\$0.03400	\$0.03330	\$0.03261	\$0.03191
Option A-4	\$0.03182	\$0.03118	\$0.03055	\$0.02991	\$0.02927
Option A-5	\$0.03005	\$0.02945	\$0.02885	\$0.02825	\$0.02765

B. Per Period Rates

All calls are billed in six (6) second increments, with an Initial Period of eighteen (18) seconds.

Initial Period	Maximum Per Period Rates				
	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.1233	\$0.1208	\$0.1184	\$0.1159	\$0.1134
Option A-2	\$0.1140	\$0.1117	\$0.1094	\$0.1072	\$0.1049
Option A-3	\$0.1041	\$0.1020	\$0.0999	\$0.0978	\$0.0957
Option A-4	\$0.0955	\$0.0936	\$0.0916	\$0.0897	\$0.0878
Option A-5	\$0.0902	\$0.0884	\$0.0865	\$0.0847	\$0.0829
Each Addl. Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.0041	\$0.0040	\$0.0040	\$0.0039	\$0.0038
Option A-2	\$0.0038	\$0.0037	\$0.0037	\$0.0036	\$0.0035
Option A-3	\$0.0035	\$0.0034	\$0.0033	\$0.0033	\$0.0032
Option A-4	\$0.0032	\$0.0031	\$0.0031	\$0.0030	\$0.0029
Option A-5	\$0.0030	\$0.0030	\$0.0029	\$0.0028	\$0.0028

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SECTION 4 - RATES AND CHARGES, (CONT'D.)

4.16 SIP Trunking Outbound and Inbound Rates, (Cont'd.)

(N)

4.16.2 Local SIP Trunking Inbound Toll Free Service

A. Per Minute Rates

All calls are billed in one (1) minute increments, with a minimum billing period of one (1) minute.

	Maximum Per Minute Rates				
	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.0925	\$0.0906	\$0.0888	\$0.0869	\$0.0851
Option A-2	\$0.0855	\$0.0838	\$0.0821	\$0.0804	\$0.0787
Option A-3	\$0.0781	\$0.0765	\$0.0749	\$0.0734	\$0.0718
Option A-4	\$0.0716	\$0.0702	\$0.0687	\$0.0673	\$0.0659
Option A-5	\$0.0676	\$0.0663	\$0.0649	\$0.0636	\$0.0622

B. Per Period Rates

All calls are billed in six (6) second increments, with an Initial Period of eighteen (18) seconds.

Initial Period	Maximum Per Period Rates				
	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.1233	\$0.1208	\$0.1184	\$0.1159	\$0.1134
Option A-2	\$0.1140	\$0.1117	\$0.1094	\$0.1072	\$0.1049
Option A-3	\$0.1041	\$0.1020	\$0.0999	\$0.0978	\$0.0957
Option A-4	\$0.0955	\$0.0936	\$0.0916	\$0.0897	\$0.0878
Option A-5	\$0.0902	\$0.0884	\$0.0865	\$0.0847	\$0.0829
Each Addl. Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.0093	\$0.0091	\$0.0089	\$0.0087	\$0.0085
Option A-2	\$0.0086	\$0.0084	\$0.0082	\$0.0080	\$0.0079
Option A-3	\$0.0078	\$0.0077	\$0.0075	\$0.0073	\$0.0072
Option A-4	\$0.0072	\$0.0070	\$0.0069	\$0.0067	\$0.0066
Option A-5	\$0.0068	\$0.0066	\$0.0065	\$0.0064	\$0.0062

(N)

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SECTION 4 - RATES AND CHARGES, (CONT'D.)

4.16 SIP Trunking Outbound and Inbound Rates, (Cont'd.)

(N)

4.16.3 LD SIP Blended Trunk Outbound LD Service

All calls are billed in six (6) second increments, with an Initial Period of eighteen (18) seconds.

Maximum Per Period Rates					
Initial Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.009630	\$0.009440	\$0.009290	\$0.009150	\$0.009000
Option A-2	\$0.008610	\$0.008440	\$0.008310	\$0.008180	\$0.008050
Option A-3	\$0.007080	\$0.006940	\$0.006830	\$0.006730	\$0.006620
Option A-4	\$0.006570	\$0.006440	\$0.006340	\$0.006240	\$0.006140
Option A-5	\$0.006060	\$0.005940	\$0.005850	\$0.005760	\$0.005670
Each Addl. Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.003210	\$0.003150	\$0.003100	\$0.003050	\$0.003000
Option A-2	\$0.002870	\$0.002810	\$0.002770	\$0.002730	\$0.002680
Option A-3	\$0.002360	\$0.002310	\$0.002280	\$0.002240	\$0.002210
Option A-4	\$0.002190	\$0.002150	\$0.002110	\$0.002080	\$0.002050
Option A-5	\$0.002020	\$0.001980	\$0.001950	\$0.001920	\$0.001890

4.15.4 LD SIP Blended Trunk Inbound Toll Free Service

All calls are billed in six (6) second increments, with an Initial Period of eighteen (18) seconds.

Maximum Per Period Rates					
Initial Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.028020	\$0.027460	\$0.027040	\$0.026620	\$0.026200
Option A-2	\$0.025900	\$0.025380	\$0.024990	\$0.024610	\$0.024220
Option A-3	\$0.023640	\$0.023170	\$0.022810	\$0.022460	\$0.022100
Option A-4	\$0.021690	\$0.021260	\$0.020930	\$0.020610	\$0.020280
Option A-5	\$0.020490	\$0.020080	\$0.019770	\$0.019470	\$0.019160
Each Addl. Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.009340	\$0.009150	\$0.009010	\$0.008870	\$0.008730
Option A-2	\$0.008634	\$0.008460	\$0.008330	\$0.008200	\$0.008070
Option A-3	\$0.007880	\$0.007720	\$0.007600	\$0.007490	\$0.007370
Option A-4	\$0.007230	\$0.007090	\$0.006980	\$0.006870	\$0.006760
Option A-5	\$0.006830	\$0.006690	\$0.006590	\$0.006490	\$0.006390

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SECTION 4 - RATES AND CHARGES, (CONT'D.)

4.17 Local and Integrated T-1 Service Offerings

(N)

4.17.1 Local and Integrated T-1 Outbound LD Service

All calls are billed in six (6) second increments, with an Initial Period of eighteen (18) seconds.

A. Local and Integrated T-1 Option A

Initial Period	Maximum Per Period Rates				
	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.06270	\$0.20450	\$0.20030	\$0.19620	\$0.19200
Option A-2	\$0.05790	\$0.06140	\$0.06020	\$0.05890	\$0.05770
Option A-3	\$0.05280	\$0.05670	\$0.05560	\$0.05440	\$0.05330
Option A-4	\$0.04860	\$0.05170	\$0.05070	\$0.04960	\$0.04860
Each Add'l. Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.02090	\$0.02050	\$0.02010	\$0.01960	\$0.01920
Option A-2	\$0.01930	\$0.01890	\$0.01850	\$0.01810	\$0.01780
Option A-3	\$0.01760	\$0.01720	\$0.01690	\$0.01650	\$0.01620
Option A-4	\$0.01620	\$0.01590	\$0.01560	\$0.01520	\$0.01490

B. Local and Integrated T-1 Option B

Initial Period	Maximum Per Period Rates				
	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option B-1	\$0.03240	\$0.10630	\$0.10410	\$0.10200	\$0.09980
Option B-2	\$0.03000	\$0.03180	\$0.03110	\$0.03050	\$0.02980
Option B-3	\$0.02730	\$0.02940	\$0.02880	\$0.02820	\$0.02760
Option B-4	\$0.02520	\$0.02680	\$0.02620	\$0.02570	\$0.02510
Each Add'l. Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option B-1	\$0.01080	\$0.01060	\$0.01040	\$0.01020	\$0.00990
Option B-2	\$0.01000	\$0.00980	\$0.00960	\$0.00940	\$0.00920
Option B-3	\$0.00910	\$0.00890	\$0.00870	\$0.00860	\$0.00840
Option B-4	\$0.00840	\$0.00820	\$0.00810	\$0.00790	\$0.00770

(N)

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SECTION 4 - RATES AND CHARGES, (CONT'D.)

4.17 Local and Integrated T-1 Service Offerings, (Cont'd.)

(N)

4.17.1 Local and Integrated T-1 Outbound LD Price, (cont'd.)

C. Local and Integrated T-1 Option C

Initial Period	Maximum Per Period Rates				
	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option C-1	\$0.01980	\$0.06500	\$0.06360	\$0.06230	\$0.06100
Option C-2	\$0.01800	\$0.01940	\$0.01900	\$0.01860	\$0.01820
Option C-3	\$0.01620	\$0.01760	\$0.01730	\$0.01690	\$0.01660
Option C-4	\$0.01470	\$0.01590	\$0.01560	\$0.01520	\$0.01490
Each Add'l. Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option C-1	\$0.00660	\$0.00650	\$0.00630	\$0.00620	\$0.00610
Option C-2	\$0.00600	\$0.00590	\$0.00580	\$0.00560	\$0.00550
Option C-3	\$0.00540	\$0.00530	\$0.00520	\$0.00510	\$0.00500
Option C-4	\$0.00490	\$0.00480	\$0.00470	\$0.00460	\$0.00450

D. Local and Integrated T-1 Option D

Initial Period	Maximum Per Period Rates				
	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option D-1	\$0.01230	\$0.04030	\$0.03950	\$0.03860	\$0.03780
Option D-2	\$0.01140	\$0.01210	\$0.01180	\$0.01160	\$0.01130
Option D-3	\$0.01050	\$0.01120	\$0.01090	\$0.01070	\$0.01050
Option D-4	\$0.00960	\$0.01030	\$0.01010	\$0.00990	\$0.00970
Each Add'l. Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option D-1	\$0.00410	\$0.00400	\$0.00390	\$0.00390	\$0.00380
Option D-2	\$0.00380	\$0.00370	\$0.00360	\$0.00360	\$0.00350
Option D-3	\$0.00350	\$0.00340	\$0.00340	\$0.00330	\$0.00320
Option D-4	\$0.00320	\$0.00310	\$0.00310	\$0.00300	\$0.00290

(N)

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SECTION 4 - RATES AND CHARGES, (CONT'D.)

4.17 Local and Integrated T-1 Service Offerings, (Cont'd.)

(N)

4.17.2 Local and Integrated T-1 Inbound Toll Free Service

All calls are billed in six (6) second increments, with an Initial Period of eighteen (18) seconds.

A. Local and Integrated T-1 Option A

Initial Period	Maximum Per Period Rates				
	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.08490	\$0.27690	\$0.27120	\$0.26560	\$0.25990
Option A-2	\$0.07840	\$0.08320	\$0.08150	\$0.07980	\$0.07810
Option A-3	\$0.07140	\$0.07680	\$0.07530	\$0.07370	\$0.07210
Option A-4	\$0.06570	\$0.07000	\$0.06850	\$0.06710	\$0.06570
Each Add'l. Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.02830	\$0.02770	\$0.02720	\$0.02660	\$0.02600
Option A-2	\$0.02613	\$0.02560	\$0.02510	\$0.02460	\$0.02400
Option A-3	\$0.02380	\$0.02330	\$0.02280	\$0.02240	\$0.02190
Option A-4	\$0.02190	\$0.02150	\$0.02100	\$0.02060	\$0.02010

B. Local and Integrated T-1 Option B

Initial Period	Maximum Per Period Rates				
	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option B-1	\$0.04020	\$0.13130	\$0.12860	\$0.12590	\$0.12320
Option B-2	\$0.03720	\$0.03940	\$0.03860	\$0.03780	\$0.03700
Option B-3	\$0.03390	\$0.03650	\$0.03570	\$0.03500	\$0.03420
Option B-4	\$0.03120	\$0.03320	\$0.03250	\$0.03190	\$0.03120
Each Add'l. Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option B-1	\$0.01340	\$0.01310	\$0.01290	\$0.01260	\$0.01230
Option B-2	\$0.01240	\$0.01220	\$0.01190	\$0.01170	\$0.01140
Option B-3	\$0.01130	\$0.01110	\$0.01080	\$0.01060	\$0.01040
Option B-4	\$0.01040	\$0.01020	\$0.01000	\$0.00980	\$0.00960

(N)

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SECTION 4 - RATES AND CHARGES, (CONT'D.)

4.17 Local and Integrated T-1 Service Offerings, (Cont'd.)

(N)

4.17.2 Integrated T-1 Inbound Toll Free Price, (cont'd.)

C. Local and Integrated T-1 Option C

Initial Period	Maximum Per Period Rates				
	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option C-1	\$0.02760	\$0.09060	\$0.08880	\$0.08690	\$0.08510
Option C-2	\$0.02580	\$0.02700	\$0.02650	\$0.02590	\$0.02540
Option C-3	\$0.02340	\$0.02530	\$0.02480	\$0.02430	\$0.02370
Option C-4	\$0.02160	\$0.02290	\$0.02250	\$0.02200	\$0.02150
Each Add'l. Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option C-1	\$0.00920	\$0.00900	\$0.00880	\$0.00860	\$0.00850
Option C-2	\$0.00860	\$0.00840	\$0.00830	\$0.00810	\$0.00790
Option C-3	\$0.00780	\$0.00760	\$0.00750	\$0.00730	\$0.00720
Option C-4	\$0.00720	\$0.00710	\$0.00690	\$0.00680	\$0.00660

D. Local and Integrated T-1 Option D

Initial Period	Maximum Per Period Rates				
	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option D-1	\$0.01980	\$0.06500	\$0.06360	\$0.06230	\$0.06100
Option D-2	\$0.01800	\$0.01940	\$0.01900	\$0.01860	\$0.01820
Option D-3	\$0.01620	\$0.01760	\$0.01730	\$0.01690	\$0.01660
Option D-4	\$0.01470	\$0.01590	\$0.01560	\$0.01520	\$0.01490
Each Add'l. Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option D-1	\$0.00660	\$0.00650	\$0.00630	\$0.00620	\$0.00610
Option D-2	\$0.00600	\$0.00590	\$0.00580	\$0.00560	\$0.00550
Option D-3	\$0.00540	\$0.00530	\$0.00520	\$0.00510	\$0.00500
Option D-4	\$0.00490	\$0.00480	\$0.00470	\$0.00460	\$0.00450

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SECTION 4 - RATES AND CHARGES, (CONT'D.)

4.18 Optional Rates and Tiered Pricing Summary

(N)

Customers are offered services based upon the Options and Tier levels provided in the rate tables of this tariff. Customer rates are established based upon anticipated usage and term commitment established during the initial point of sale. The following information shall be used on all rate tables found in Sections 4.11 - 4.17. See Section 4.18.3 following for additional information related to these offering. Not all service offering in Section 4.11 - 4.17 contain all of the option levels.

4.18.1 Switched Access Rate Options

A. Option Levels

Options	Monthly Revenue Commitment			
	Option A Greater Than	Option B Greater Than	Option C Greater Than	Option D Greater Than
Option #-1	\$100	\$300	\$600	\$900
Option #-2	\$150	\$350	\$650	\$950
Option #-3	\$175	\$375	\$675	\$975
Option #-4	\$200	\$400	\$700	\$1,000

B. Tier Levels

Tiers	Term Commitment			
	Option A	Option B	Option C	Option D
Tier 1	Monthly	Monthly	Monthly	Monthly
Tier 2	6 Months	6 Months	6 Months	6 Months
Tier 3	12 Month	12 Month	12 Month	12 Month
Tier 4	18 Months	18 Months	18 Months	18 Months

- Corresponds to Option A, B, C or D in the various tables.

(N)

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SECTION 4 - RATES AND CHARGES, (CONT'D.)

4.18 Optional Rates and Tiered Pricing Summary, (Cont'd.)

(N)

4.18.2 Dedicated Access Rate Options

A. Option Levels

Options	Monthly Revenue Commitment			
	Option A Greater Than	Option B Greater Than	Option C Greater Than	Option D Greater Than
Option #-1	\$1,000	\$3,000	\$6,000	\$9,000
Option #-2	\$1,300	\$3,300	\$6,300	\$9,300
Option #-3	\$1,600	\$3,600	\$6,600	\$9,600
Option #-4	\$2,000	\$4,000	\$7,000	\$10,600
Option #-5	\$2,400	\$4,800	\$7,800	\$11,600
Option #-6	\$2,800 +	\$5,600 +	\$8,600 +	\$12,000 +

B. Tier Levels

Tiers	Term Commitment			
	Option A	Option B	Option C	Option D
Tier 1	One Year	One Year	One Year	One Year
Tier 2	Two Years	Two Years	Two Years	Two Years
Tier 3	Three Years	Three Years	Three Years	Three Years
Tier 4	Four Years	Four Years	Four Years	Four Years
Tier 5	Five Years	Five Years	Five Years	Five Years

4.18.3 Customer Obligations

Customers may request that the Company review their billing levels and if applicable, move them to a different billing level based upon the actual billing. Customers that are eligible for a lower per minute billing rate will be moved to the newer rate but will not be eligible for retroactive credits between the actual billing levels and the billing levels established during the initial sales call and/or subsequent billing review.

- Corresponds to Option A, B, C or D in the various tables.

(N)

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Interexchange Services Price List

CURRENT PRICE LIST**SCHEDULE #1: Switched Access Outbound and Inbound Rates**

	<u>Tier A Origination</u>	<u>Tier B Origination</u>
Plan SVR	\$0.2390 per minute	\$0.3830 per minute
Plan VR	\$0.2690 per minute	\$0.4330 per minute

Billed with an initial 18 second increment and in 6 second increments thereafter.

Customers using less than \$15.00 per month will incur a monthly recurring charge of \$2.99.

SCHEDULE #2: Dedicated Access Rates

A. Dedicated Non-Blended (Routing Advantage):

	<u>Outbound</u>	<u>Inbound</u>
Plan SVR	\$0.1820/min	\$0.1280/min
Plan VR	\$0.2050/min	\$0.1450/min

Billed in 6 second increments.

Customers are required to sign a one-year term contract.

Monthly Commitment of \$3,000.00 required.

ISSUED: July 23, 2002

EFFECTIVE: August 5, 2003

ISSUED BY: Avi Lonstein, President
Airespring, Inc.
15350 Sherman Way, Suite 492
Van Nuys, California 91406

Interexchange Services Price List

CURRENT PRICE LIST

SCHEDULE #3: PICC Charge

\$4.31 per month. Applies to business customers only.

SCHEDULE #4: Directory Assistance

\$0.99 per call.

SCHEDULE #5: Late Payment Penalty

1.5% of any amounts owed to the Company beyond the due date.

SCHEDULE #6: Dishonored Check Charge

\$15.00 per dishonored check.

SCHEDULE #7: Pay Telephone (Payphone) Surcharge

\$0.25 per call.

ISSUED: July 23, 2002

EFFECTIVE: August 5, 2003

ISSUED BY: Avi Lonstein, President
Airespring, Inc.
15350 Sherman Way, Suite 492
Van Nuys, California 91406

Interexchange Services Price List

CURRENT PRICE LIST, (CONT'D.)

Schedule #8 - Airespring Outbound x1 Plan

(N)

All calls are billed in one (1) minute increments, with a minimum billing period of one (1) minute.

A. Airespring Outbound A1

Option A	Per Minute Rates			
	Tier 1	Tier 2	Tier 3	Tier 4
Option A-1	\$0.2190	\$0.2146	\$0.2102	\$0.2059
Option A-2	\$0.1982	\$0.1942	\$0.1903	\$0.1863
Option A-3	\$0.1825	\$0.1789	\$0.1752	\$0.1716
Option A-4	\$0.1741	\$0.1706	\$0.1671	\$0.1637

B. Airespring Outbound B1

Outbound B	Per Minute Rates			
	Tier 1	Tier 2	Tier 3	Tier 4
Option B-1	\$0.2184	\$0.2140	\$0.2097	\$0.2053
Option B-2	\$0.1954	\$0.1915	\$0.1876	\$0.1837
Option B-3	\$0.1803	\$0.1767	\$0.1731	\$0.1695
Option B-4	\$0.1713	\$0.1679	\$0.1644	\$0.1610

C. Airespring Outbound C1

Option C	Per Minute Rates			
	Tier 1	Tier 2	Tier 3	Tier 4
Option C-1	\$0.1297	\$0.1271	\$0.1245	\$0.1219
Option C-2	\$0.1162	\$0.1139	\$0.1116	\$0.1092
Option C-3	\$0.1073	\$0.1052	\$0.1030	\$0.1009
Option C-4	\$0.1028	\$0.1007	\$0.0987	\$0.0966

D. Airespring Outbound D1

Outbound D	Per Minute Rates			
	Tier 1	Tier 2	Tier 3	Tier 4
Option D-1	\$0.1252	\$0.1227	\$0.1202	\$0.1177
Option D-2	\$0.1117	\$0.1095	\$0.1072	\$0.1050
Option D-3	\$0.1039	\$0.1018	\$0.0997	\$0.0977
Option D-4	\$0.0994	\$0.0974	\$0.0954	\$0.0934

(N)

Issued: May 25, 2011

Effective: June 25, 2011

By:

Avi Lonstein, President
6060 Sepulveda Blvd., Suite 220
Van Nuys, California 91411-2512

Interexchange Services Price List

CURRENT PRICE LIST, (CONT'D.)

Schedule #9 - Airespring Outbound x6 Plan

(N)

All calls are billed in six (6) second increments, with an Initial Period of eighteen (18) seconds.

A. Airespring Outbound A6

Outbound A6	Per Period Rates			
Initial Period	Tier 1	Tier 2	Tier 3	Tier 4
Option A6-1	\$0.0657	\$0.0644	\$0.0631	\$0.0618
Option A6-2	\$0.0595	\$0.0583	\$0.0571	\$0.0559
Option A6-3	\$0.0549	\$0.0538	\$0.0527	\$0.0516
Option A6-4	\$0.0522	\$0.0512	\$0.0501	\$0.0491
Each Addl. Period	Tier 1	Tier 2	Tier 3	Tier 4
Option A6-1	\$0.0219	\$0.0215	\$0.0210	\$0.0206
Option A6-2	\$0.0198	\$0.0194	\$0.0190	\$0.0186
Option A6-3	\$0.0183	\$0.0179	\$0.0176	\$0.0172
Option A6-4	\$0.0174	\$0.0171	\$0.0167	\$0.0164

B. Airespring Outbound B6

Outbound B6	Per Period Rates			
Initial Period	Tier 1	Tier 2	Tier 3	Tier 4
Option B6-1	\$0.0654	\$0.0641	\$0.0628	\$0.0615
Option B6-2	\$0.0585	\$0.0573	\$0.0562	\$0.0550
Option B6-3	\$0.0540	\$0.0529	\$0.0518	\$0.0508
Option B6-4	\$0.0513	\$0.0503	\$0.0492	\$0.0482
Each Addl. Period	Tier 1	Tier 2	Tier 3	Tier 4
Option B6-1	\$0.0218	\$0.0214	\$0.0209	\$0.0205
Option B6-2	\$0.0195	\$0.0191	\$0.0187	\$0.0183
Option B6-3	\$0.0180	\$0.0176	\$0.0173	\$0.0169
Option B6-4	\$0.0171	\$0.0168	\$0.0164	\$0.0161

(N)

Issued: May 25, 2011

Effective: June 25, 2011

By:

Avi Lonstein, President
6060 Sepulveda Blvd., Suite 220
Van Nuys, California 91411-2512

Interexchange Services Price List

CURRENT PRICE LIST, (CONT'D.)

Schedule #9 - Airespring Outbound x6 Plan, (Cont'd.)

(N)

C. Airespring Outbound C6

Outbound C6	Per Period Rates			
Initial Period	Tier 1	Tier 2	Tier 3	Tier 4
Option C6-1	\$0.0390	\$0.0382	\$0.0374	\$0.0367
Option C6-2	\$0.0348	\$0.0341	\$0.0334	\$0.0327
Option C6-3	\$0.0321	\$0.0315	\$0.0308	\$0.0302
Option C6-4	\$0.0309	\$0.0303	\$0.0297	\$0.0290
Each Addl. Period	Tier 1	Tier 2	Tier 3	Tier 4
Option C6-1	\$0.0130	\$0.0127	\$0.0125	\$0.0122
Option C6-2	\$0.0116	\$0.0114	\$0.0111	\$0.0109
Option C6-3	\$0.0107	\$0.0105	\$0.0103	\$0.0101
Option C6-4	\$0.0103	\$0.0101	\$0.0099	\$0.0097

D. Airespring Outbound D6

Outbound D6	Per Period Rates			
Initial Period	Tier 1	Tier 2	Tier 3	Tier 4
Option D6-1	\$0.0375	\$0.0368	\$0.0360	\$0.0353
Option D6-2	\$0.0336	\$0.0329	\$0.0323	\$0.0316
Option D6-3	\$0.0312	\$0.0306	\$0.0300	\$0.0293
Option D6-4	\$0.0297	\$0.0291	\$0.0285	\$0.0279
Each Addl. Period	Tier 1	Tier 2	Tier 3	Tier 4
Option D6-1	\$0.0125	\$0.0123	\$0.0120	\$0.0118
Option D6-2	\$0.0112	\$0.0110	\$0.0108	\$0.0105
Option D6-3	\$0.0104	\$0.0102	\$0.0100	\$0.0098
Option D6-4	\$0.0099	\$0.0097	\$0.0095	\$0.0093

(N)

Issued: May 25, 2011

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By:

Avi Lonstein, President
6060 Sepulveda Blvd., Suite 220
Van Nuys, California 91411-2512

Interexchange Services Price List

CURRENT PRICE LIST, (CONT'D.)

Schedule #10 - Airespring Inbound x1 Plans

(N)

All calls are billed in one (1) minute increments, with a minimum billing period of one (1) minute.

A. Airespring Inbound A1

Option A	Per Minute Rates			
	Tier 1	Tier 2	Tier 3	Tier 4
Option A-1	\$0.1544	\$0.1513	\$0.1482	\$0.1451
Option A-2	\$0.1376	\$0.1348	\$0.1321	\$0.1293
Option A-3	\$0.1275	\$0.1250	\$0.1224	\$0.1199
Option A-4	\$0.1219	\$0.1195	\$0.1170	\$0.1146

B. Airespring Inbound B1

Inbound B	Per Minute Rates			
	Tier 1	Tier 2	Tier 3	Tier 4
Option B-1	\$0.1421	\$0.1393	\$0.1364	\$0.1336
Option B-2	\$0.1275	\$0.1250	\$0.1224	\$0.1199
Option B-3	\$0.1174	\$0.1151	\$0.1127	\$0.1104
Option B-4	\$0.1117	\$0.1095	\$0.1072	\$0.1050

C. Airespring Inbound C1

Option C	Per Minute Rates			
	Tier 1	Tier 2	Tier 3	Tier 4
Option C-1	\$0.1421	\$0.1393	\$0.1364	\$0.1336
Option C-2	\$0.1275	\$0.1250	\$0.1224	\$0.1199
Option C-3	\$0.1174	\$0.1151	\$0.1127	\$0.1104
Option C-4	\$0.1117	\$0.1095	\$0.1072	\$0.1050

(N)

By:

Avi Lonstein, President
6060 Sepulveda Blvd., Suite 220
Van Nuys, California 91411-2512

Interexchange Services Price List

CURRENT PRICE LIST, (CONT'D.)

Schedule #10 - Airespring Inbound x1 Plans, (Cont'd.)

(N)

D. Airespring Inbound D1

Inbound D	Per Minute Rates			
	Tier 1	Tier 2	Tier 3	Tier 4
Option D-1	\$0.1308	\$0.1282	\$0.1256	\$0.1230
Option D-2	\$0.1162	\$0.1139	\$0.1116	\$0.1092
Option D-3	\$0.1061	\$0.1040	\$0.1019	\$0.0997
Option D-4	\$0.1005	\$0.0985	\$0.0965	\$0.0945

E. Toll Free Service Monthly Recurring Charge

The Customer will be charged a monthly recurring charge for each toll free number that have secured from the Company.

Monthly Recurring Charge (per line) \$2.00

(N)

By:

Avi Lonstein, President
6060 Sepulveda Blvd., Suite 220
Van Nuys, California 91411-2512

Interexchange Services Price List

CURRENT PRICE LIST, (CONT'D.)

Schedule #11 - Airespring Inbound x6 Plans

(N)

All calls are billed in six (6) second increments, with an Initial Period of eighteen (18) seconds.

A. Airespring Inbound A6

Inbound A6		Per Period Rates			
Initial Period	Tier 1	Tier 2	Tier 3	Tier 4	
Option A6-1	\$0.0462	\$0.0453	\$0.0444	\$0.0434	
Option A6-2	\$0.0413	\$0.0405	\$0.0396	\$0.0388	
Option A6-3	\$0.0384	\$0.0376	\$0.0369	\$0.0361	
Option A6-4	\$0.0366	\$0.0359	\$0.0351	\$0.0344	
Each Addl. Period	Tier 1	Tier 2	Tier 3	Tier 4	
Option A6-1	\$0.0154	\$0.0151	\$0.0148	\$0.0145	
Option A6-2	\$0.0138	\$0.0135	\$0.0132	\$0.0129	
Option A6-3	\$0.0128	\$0.0125	\$0.0123	\$0.0120	
Option A6-4	\$0.0122	\$0.0120	\$0.0117	\$0.0115	

B. Airespring Inbound B6

Inbound B6		Per Period Rates			
Initial Period	Tier 1	Tier 2	Tier 3	Tier 4	
Option B6-1	\$0.0426	\$0.0417	\$0.0409	\$0.0400	
Option B6-2	\$0.0384	\$0.0376	\$0.0369	\$0.0361	
Option B6-3	\$0.0351	\$0.0344	\$0.0337	\$0.0330	
Option B6-4	\$0.0336	\$0.0329	\$0.0323	\$0.0316	
Each Addl. Period	Tier 1	Tier 2	Tier 3	Tier 4	
Option B6-1	\$0.0142	\$0.0139	\$0.0136	\$0.0133	
Option B6-2	\$0.0128	\$0.0125	\$0.0123	\$0.0120	
Option B6-3	\$0.0117	\$0.0115	\$0.0112	\$0.0110	
Option B6-4	\$0.0112	\$0.0110	\$0.0108	\$0.0105	

(N)

Issued: May 25, 2011

Effective: June 25, 2011

By:

Avi Lonstein, President
6060 Sepulveda Blvd., Suite 220
Van Nuys, California 91411-2512

Interexchange Services Price List

CURRENT PRICE LIST, (CONT'D.)

Schedule #11 - Airespring Inbound x6 Plans, (Cont'd.)

(N)

C. Airespring Inbound C6

Inbound C6		Per Period Rates			
Initial Period	Tier 1	Tier 2	Tier 3	Tier 4	
Option C6-1	\$0.0426	\$0.0417	\$0.0409	\$0.0400	
Option C6-2	\$0.0384	\$0.0376	\$0.0369	\$0.0361	
Option C6-3	\$0.0351	\$0.0344	\$0.0337	\$0.0330	
Option C6-4	\$0.0336	\$0.0329	\$0.0323	\$0.0316	
Each Addl. Period	Tier 1	Tier 2	Tier 3	Tier 4	
Option C6-1	\$0.0142	\$0.0139	\$0.0136	\$0.0133	
Option C6-2	\$0.0128	\$0.0125	\$0.0123	\$0.0120	
Option C6-3	\$0.0117	\$0.0115	\$0.0112	\$0.0110	
Option C6-4	\$0.0112	\$0.0110	\$0.0108	\$0.0105	

D. Airespring Inbound D6

Inbound D6		Per Period Rates			
Initial Period	Tier 1	Tier 2	Tier 3	Tier 4	
Option D6-1	\$0.0393	\$0.0385	\$0.0377	\$0.0369	
Option D6-2	\$0.0348	\$0.0341	\$0.0334	\$0.0327	
Option D6-3	\$0.0318	\$0.0312	\$0.0305	\$0.0299	
Option D6-4	\$0.0303	\$0.0297	\$0.0291	\$0.0285	
Each Addl. Period	Tier 1	Tier 2	Tier 3	Tier 4	
Option D6-1	\$0.0131	\$0.0128	\$0.0126	\$0.0123	
Option D6-2	\$0.0116	\$0.0114	\$0.0111	\$0.0109	
Option D6-3	\$0.0106	\$0.0104	\$0.0102	\$0.0100	
Option D6-4	\$0.0101	\$0.0099	\$0.0097	\$0.0095	

E. Toll Free Service Monthly Recurring Charge

The Customer will be charged a monthly recurring charge for each toll free number that have secured from the Company.

Monthly Recurring Charge (per line) \$2.00

(N)

By:

Avi Lonstein, President
6060 Sepulveda Blvd., Suite 220
Van Nuys, California 91411-2512

Interexchange Services Price List

CURRENT PRICE LIST, (CONT'D.)

Schedule #12 - Dedicated Access Outbound and Inbound Rates

(N)

A. Airespring Dedicated Outbound Services

All calls are billed in six (6) second increments.

1. Airespring Dedicated Outbound A1

Dedicated A	Per Period Rates (Initial and Each Additional Period)					
Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5	Tier 6
Option A-1	\$0.00632	\$0.00619	\$0.00610	\$0.00600	\$0.00591	\$0.00575
Option A-2	\$0.00584	\$0.00572	\$0.00564	\$0.00555	\$0.00546	\$0.00531
Option A-3	\$0.00533	\$0.00522	\$0.00514	\$0.00506	\$0.00498	\$0.00485
Option A-4	\$0.00489	\$0.00479	\$0.00472	\$0.00465	\$0.00457	\$0.00445
Option A-5	\$0.00462	\$0.00453	\$0.00446	\$0.00439	\$0.00432	\$0.00420
Option A-6	\$0.00438	\$0.00429	\$0.00423	\$0.00416	\$0.00410	\$0.00399

2. Airespring Dedicated Outbound B1

Dedicated B	Per Period Rates (Initial and Each Additional Period)					
Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5	Tier 6
Option B-1	\$0.00614	\$0.00602	\$0.00593	\$0.00583	\$0.00574	\$0.00559
Option B-2	\$0.00568	\$0.00556	\$0.00548	\$0.00539	\$0.00531	\$0.00516
Option B-3	\$0.00518	\$0.00508	\$0.00500	\$0.00492	\$0.00484	\$0.00471
Option B-4	\$0.00475	\$0.00466	\$0.00458	\$0.00451	\$0.00444	\$0.00432
Option B-5	\$0.00449	\$0.00440	\$0.00433	\$0.00427	\$0.00420	\$0.00409
Option B-6	\$0.00426	\$0.00417	\$0.00411	\$0.00405	\$0.00398	\$0.00388

(N)

By:

 Avi Lonstein, President
 6060 Sepulveda Blvd., Suite 220
 Van Nuys, California 91411-2512

Interexchange Services Price List

CURRENT PRICE LIST, (CONT'D.)

Schedule #12 - Dedicated Access Outbound and Inbound Rates, (Cont'd.)

(N)

A. Airespring Dedicated Outbound Services, (cont'd.)

3. Airespring Dedicated Outbound C1

Dedicated C Period	Per Period Rates (Initial and Each Additional Period)					
	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5	Tier 6
Option C-1	\$0.00189	\$0.00185	\$0.00182	\$0.00180	\$0.00177	\$0.00172
Option C-2	\$0.00169	\$0.00165	\$0.00163	\$0.00160	\$0.00158	\$0.00154
Option C-3	\$0.00139	\$0.00136	\$0.00134	\$0.00132	\$0.00130	\$0.00126
Option C-4	\$0.00129	\$0.00126	\$0.00124	\$0.00123	\$0.00121	\$0.00117
Option C-5	\$0.00119	\$0.00117	\$0.00115	\$0.00113	\$0.00111	\$0.00108
Option C-6	\$0.00109	\$0.00107	\$0.00105	\$0.00104	\$0.00102	\$0.00099

4. Dedicated Access Lines

Dedicated Access Lines are provided and billed to the Customer by the Company or by another Dedicated Access provider. Charges for Dedicated Access Lines are determined by the Dedicated Access provider.

(N)

By:

Avi Lonstein, President
6060 Sepulveda Blvd., Suite 220
Van Nuys, California 91411-2512

Interexchange Services Price List

CURRENT PRICE LIST, (CONT'D.)

Schedule #12 - Dedicated Access Outbound and Inbound Rates, (Cont'd.)

(N)

B. Airespring Dedicated Inbound Services

All calls are billed in six (6) second increments.

1. Airespring Dedicated Inbound A1

Dedicated A	Per Period Rates (Initial and Each Additional Period)					
Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5	Tier 6
Option A-1	\$0.00538	\$0.00527	\$0.00519	\$0.00511	\$0.00503	\$0.00490
Option A-2	\$0.00497	\$0.00487	\$0.00480	\$0.00473	\$0.00465	\$0.00453
Option A-3	\$0.00454	\$0.00445	\$0.00438	\$0.00431	\$0.00424	\$0.00413
Option A-4	\$0.00417	\$0.00409	\$0.00402	\$0.00396	\$0.00390	\$0.00379
Option A-5	\$0.00393	\$0.00385	\$0.00379	\$0.00373	\$0.00367	\$0.00358
Option A-6	\$0.00373	\$0.00366	\$0.00360	\$0.00354	\$0.00349	\$0.00339

2. Airespring Dedicated Inbound B1

Dedicated B	Per Period Rates (Initial and Each Additional Period)					
Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5	Tier 6
Option B-1	\$0.00663	\$0.00650	\$0.00640	\$0.00630	\$0.00620	\$0.00603
Option B-2	\$0.00613	\$0.00601	\$0.00592	\$0.00583	\$0.00573	\$0.00558
Option B-3	\$0.00560	\$0.00549	\$0.00540	\$0.00532	\$0.00524	\$0.00510
Option B-4	\$0.00514	\$0.00504	\$0.00496	\$0.00488	\$0.00481	\$0.00468
Option B-5	\$0.00485	\$0.00475	\$0.00468	\$0.00461	\$0.00453	\$0.00441
Option B-6	\$0.00460	\$0.00451	\$0.00444	\$0.00437	\$0.00430	\$0.00419

(N)

By:

 Avi Lonstein, President
 6060 Sepulveda Blvd., Suite 220
 Van Nuys, California 91411-2512

Interexchange Services Price List

CURRENT PRICE LIST, (CONT'D.)

Schedule #12 - Dedicated Access Outbound and Inbound Rates, (Cont'd.)

(N)

B. Airespring Dedicated Inbound Services, (cont'd.)

3. Airespring Dedicated Inbound C1

Dedicated C Period	Per Period Rates (Initial and Each Additional Period)					
	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5	Tier 6
Option C-1	\$0.00375	\$0.00368	\$0.00362	\$0.00356	\$0.00351	\$0.00341
Option C-2	\$0.00346	\$0.00339	\$0.00334	\$0.00329	\$0.00324	\$0.00315
Option C-3	\$0.00316	\$0.00310	\$0.00305	\$0.00300	\$0.00295	\$0.00288
Option C-4	\$0.00290	\$0.00284	\$0.00280	\$0.00276	\$0.00271	\$0.00264
Option C-5	\$0.00274	\$0.00269	\$0.00264	\$0.00260	\$0.00256	\$0.00249
Option C-6	\$0.00260	\$0.00255	\$0.00251	\$0.00247	\$0.00243	\$0.00237

4. Dedicated Access Lines

Dedicated Access Lines are provided and billed to the Customer by the Company or by another Dedicated Access provider. Charges for Dedicated Access Lines are determined by the Dedicated Access provider.

(N)

By:

Avi Lonstein, President
6060 Sepulveda Blvd., Suite 220
Van Nuys, California 91411-2512

Interexchange Services Price List

CURRENT PRICE LIST, (CONT'D.)

Schedule #13 - SIP Trunking Outbound and Inbound Rates

(N)

A. Local SIP Trunking Outbound LD Service

1. Per Minute Rates

All calls are billed in one (1) minute increments, with a minimum billing period of one (1) minute.

	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.02413	\$0.02365	\$0.02316	\$0.02268	\$0.02220
Option A-2	\$0.02231	\$0.02187	\$0.02142	\$0.02097	\$0.02053
Option A-3	\$0.02037	\$0.01996	\$0.01955	\$0.01915	\$0.01874
Option A-4	\$0.01868	\$0.01831	\$0.01793	\$0.01756	\$0.01719
Option A-5	\$0.01764	\$0.01729	\$0.01694	\$0.01658	\$0.01623

2. Per Period Rates

All calls are billed in six (6) second increments, with an Initial Period of eighteen (18) seconds.

Initial Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.0724	\$0.0709	\$0.0695	\$0.0681	\$0.0666
Option A-2	\$0.0669	\$0.0656	\$0.0643	\$0.0629	\$0.0616
Option A-3	\$0.0611	\$0.0599	\$0.0587	\$0.0574	\$0.0562
Option A-4	\$0.0560	\$0.0549	\$0.0538	\$0.0527	\$0.0516
Option A-5	\$0.0529	\$0.0519	\$0.0508	\$0.0498	\$0.0487
Each Addl. Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.0024	\$0.0024	\$0.0023	\$0.0023	\$0.0022
Option A-2	\$0.0022	\$0.0022	\$0.0021	\$0.0021	\$0.0021
Option A-3	\$0.0020	\$0.0020	\$0.0020	\$0.0019	\$0.0019
Option A-4	\$0.0019	\$0.0018	\$0.0018	\$0.0018	\$0.0017
Option A-5	\$0.0018	\$0.0017	\$0.0017	\$0.0017	\$0.0016

(N)

By:

Avi Lonstein, President
6060 Sepulveda Blvd., Suite 220
Van Nuys, California 91411-2512

Interexchange Services Price List

CURRENT PRICE LIST, (CONT'D.)

Schedule #13 - SIP Trunking Outbound and Inbound Rates, (Cont'd.)

(N)

B. Local SIP Trunking Inbound Toll Free Service

1. Per Minute Rates

All calls are billed in one (1) minute increments, with a minimum billing period of one (1) minute.

	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.0375	\$0.0367	\$0.0360	\$0.0352	\$0.0345
Option A-2	\$0.0346	\$0.0340	\$0.0333	\$0.0326	\$0.0319
Option A-3	\$0.0316	\$0.0310	\$0.0304	\$0.0297	\$0.0291
Option A-4	\$0.0290	\$0.0284	\$0.0278	\$0.0273	\$0.0267
Option A-5	\$0.0274	\$0.0268	\$0.0263	\$0.0258	\$0.0252

2. Per Period Rates

All calls are billed in six (6) second increments, with an Initial Period of eighteen (18) seconds.

Initial Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.0724	\$0.0709	\$0.0695	\$0.0681	\$0.0666
Option A-2	\$0.0669	\$0.0656	\$0.0643	\$0.0629	\$0.0616
Option A-3	\$0.0611	\$0.0599	\$0.0587	\$0.0574	\$0.0562
Option A-4	\$0.0560	\$0.0549	\$0.0538	\$0.0527	\$0.0516
Option A-5	\$0.0529	\$0.0519	\$0.0508	\$0.0498	\$0.0487
Each Addl. Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.0038	\$0.0037	\$0.0036	\$0.0035	\$0.0035
Option A-2	\$0.0035	\$0.0034	\$0.0033	\$0.0033	\$0.0032
Option A-3	\$0.0032	\$0.0031	\$0.0030	\$0.0030	\$0.0029
Option A-4	\$0.0029	\$0.0028	\$0.0028	\$0.0027	\$0.0027
Option A-5	\$0.0027	\$0.0027	\$0.0026	\$0.0026	\$0.0025

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Interexchange Services Price List

CURRENT PRICE LIST, (CONT'D.)

Schedule #13 - SIP Trunking Outbound and Inbound Rates, (Cont'd.)

(N)

C. LD SIP Blended Trunk Outbound LD Service

All calls are billed in six (6) second increments, with an Initial Period of eighteen (18) seconds.

Initial Period	Per Period Rates				
	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.005670	\$0.005560	\$0.005470	\$0.005390	\$0.005300
Option A-2	\$0.005060	\$0.004960	\$0.004880	\$0.004810	\$0.004730
Option A-3	\$0.004170	\$0.004090	\$0.004020	\$0.003960	\$0.003900
Option A-4	\$0.003870	\$0.003790	\$0.003730	\$0.003680	\$0.003620
Option A-5	\$0.003570	\$0.003500	\$0.003450	\$0.003390	\$0.003340
Each Addl. Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.001890	\$0.001850	\$0.001820	\$0.001800	\$0.001770
Option A-2	\$0.001688	\$0.001650	\$0.001630	\$0.001600	\$0.001580
Option A-3	\$0.001390	\$0.001360	\$0.001340	\$0.001320	\$0.001300
Option A-4	\$0.001290	\$0.001260	\$0.001240	\$0.001230	\$0.001210
Option A-5	\$0.001190	\$0.001170	\$0.001150	\$0.001130	\$0.001110

D. LD SIP Blended Trunk Inbound Toll Free Service

All calls are billed in six (6) second increments, with an Initial Period of eighteen (18) seconds.

Initial Period	Per Period Rates				
	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.008880	\$0.008700	\$0.008570	\$0.008440	\$0.008300
Option A-2	\$0.008200	\$0.008040	\$0.007910	\$0.007790	\$0.007670
Option A-3	\$0.007500	\$0.007350	\$0.007240	\$0.007130	\$0.007010
Option A-4	\$0.006870	\$0.006730	\$0.006630	\$0.006530	\$0.006420
Option A-5	\$0.006480	\$0.006350	\$0.006250	\$0.006160	\$0.006060
Each Addl. Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.002960	\$0.002900	\$0.002860	\$0.002810	\$0.002770
Option A-2	\$0.002734	\$0.002680	\$0.002640	\$0.002600	\$0.002560
Option A-3	\$0.002500	\$0.002450	\$0.002410	\$0.002380	\$0.002340
Option A-4	\$0.002290	\$0.002240	\$0.002210	\$0.002180	\$0.002140
Option A-5	\$0.002160	\$0.002120	\$0.002080	\$0.002050	\$0.002020

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Interexchange Services Price List

CURRENT PRICE LIST, (CONT'D.)

Schedule #14 - Local and Integrated T-1 Service Offerings

(N)

A. Local and Integrated T-1 Outbound LD Service

All calls are billed in six (6) second increments, with an Initial Period of eighteen (18) seconds.

1. Local and Integrated T-1 Option A

Initial Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.02970	\$0.09660	\$0.09460	\$0.09270	\$0.09070
Option A-2	\$0.02730	\$0.02910	\$0.02850	\$0.02790	\$0.02730
Option A-3	\$0.02490	\$0.02680	\$0.02620	\$0.02570	\$0.02510
Option A-4	\$0.02280	\$0.02440	\$0.02390	\$0.02340	\$0.02290
Each Add'l. Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.00990	\$0.00970	\$0.00950	\$0.00930	\$0.00910
Option A-2	\$0.00912	\$0.00890	\$0.00880	\$0.00860	\$0.00840
Option A-3	\$0.00830	\$0.00810	\$0.00800	\$0.00780	\$0.00760
Option A-4	\$0.00760	\$0.00740	\$0.00730	\$0.00710	\$0.00700

2. Local and Integrated T-1 Option B

Initial Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option B-1	\$0.01170	\$0.03820	\$0.03740	\$0.03670	\$0.03590
Option B-2	\$0.01050	\$0.01150	\$0.01120	\$0.01100	\$0.01080
Option B-3	\$0.00960	\$0.01030	\$0.01010	\$0.00990	\$0.00970
Option B-4	\$0.00870	\$0.00940	\$0.00920	\$0.00900	\$0.00880
Each Add'l. Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option B-1	\$0.00390	\$0.00380	\$0.00370	\$0.00370	\$0.00360
Option B-2	\$0.00350	\$0.00340	\$0.00340	\$0.00330	\$0.00320
Option B-3	\$0.00320	\$0.00310	\$0.00310	\$0.00300	\$0.00290
Option B-4	\$0.00290	\$0.00280	\$0.00280	\$0.00270	\$0.00270

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Interexchange Services Price List

CURRENT PRICE LIST, (CONT'D.)

Schedule #14 - Local and Integrated T-1 Service Offerings, (Cont'd.)

(N)

A. Local and Integrated T-1 Outbound LD Price, (cont'd.)

3. Local and Integrated T-1 Option C

Initial Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option C-1	\$0.00810	\$0.02630	\$0.02580	\$0.02520	\$0.02470
Option C-2	\$0.00750	\$0.00790	\$0.00780	\$0.00760	\$0.00750
Option C-3	\$0.00690	\$0.00740	\$0.00720	\$0.00710	\$0.00690
Option C-4	\$0.00630	\$0.00680	\$0.00660	\$0.00650	\$0.00630
Each Add'l. Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option C-1	\$0.00270	\$0.00260	\$0.00260	\$0.00250	\$0.00250
Option C-2	\$0.00250	\$0.00250	\$0.00240	\$0.00240	\$0.00230
Option C-3	\$0.00230	\$0.00230	\$0.00220	\$0.00220	\$0.00210
Option C-4	\$0.00210	\$0.00210	\$0.00200	\$0.00200	\$0.00190

4. Local and Integrated T-1 Option D

Initial Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option D-1	\$0.00720	\$0.02360	\$0.02320	\$0.02270	\$0.02220
Option D-2	\$0.00660	\$0.00710	\$0.00690	\$0.00680	\$0.00660
Option D-3	\$0.00600	\$0.00650	\$0.00630	\$0.00620	\$0.00610
Option D-4	\$0.00570	\$0.00590	\$0.00580	\$0.00560	\$0.00550
Each Add'l. Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option D-1	\$0.00240	\$0.00240	\$0.00230	\$0.00230	\$0.00220
Option D-2	\$0.00220	\$0.00220	\$0.00210	\$0.00210	\$0.00200
Option D-3	\$0.00200	\$0.00200	\$0.00190	\$0.00190	\$0.00180
Option D-4	\$0.00190	\$0.00190	\$0.00180	\$0.00180	\$0.00170

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Interexchange Services Price List

CURRENT PRICE LIST, (CONT'D.)

Schedule #14 - Local and Integrated T-1 Service Offerings, (Cont'd.)

(N)

B. Local and Integrated T-1 Inbound Toll Free Service

All calls are billed in six (6) second increments, with an Initial Period of eighteen (18) seconds.

1. Local and Integrated T-1 Option A

Initial Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.04140	\$0.13550	\$0.13280	\$0.13000	\$0.12720
Option A-2	\$0.03840	\$0.04060	\$0.03970	\$0.03890	\$0.03810
Option A-3	\$0.03510	\$0.03760	\$0.03690	\$0.03610	\$0.03530
Option A-4	\$0.03210	\$0.03440	\$0.03370	\$0.03300	\$0.03230
Each Add'l. Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option A-1	\$0.01380	\$0.01350	\$0.01320	\$0.01300	\$0.01270
Option A-2	\$0.01279	\$0.01250	\$0.01230	\$0.01200	\$0.01180
Option A-3	\$0.01170	\$0.01150	\$0.01120	\$0.01100	\$0.01080
Option A-4	\$0.01070	\$0.01050	\$0.01030	\$0.01010	\$0.00980

2. Local and Integrated T-1 Option B

Initial Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option B-1	\$0.02400	\$0.07850	\$0.07690	\$0.07530	\$0.07370
Option B-2	\$0.02220	\$0.02350	\$0.02300	\$0.02260	\$0.02210
Option B-3	\$0.02040	\$0.02180	\$0.02130	\$0.02090	\$0.02040
Option B-4	\$0.01860	\$0.02000	\$0.01960	\$0.01920	\$0.01880
Each Add'l. Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option B-1	\$0.00800	\$0.00780	\$0.00770	\$0.00750	\$0.00740
Option B-2	\$0.00740	\$0.00730	\$0.00710	\$0.00700	\$0.00680
Option B-3	\$0.00680	\$0.00670	\$0.00650	\$0.00640	\$0.00630
Option B-4	\$0.00620	\$0.00610	\$0.00600	\$0.00580	\$0.00570

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Interexchange Services Price List

CURRENT PRICE LIST, (CONT'D.)

Schedule #14 - Local and Integrated T-1 Service Offerings, (Cont'd.)

(N)

B. Local and Integrated T-1 Inbound Toll Free Service, (cont'd.)

3. Local and Integrated T-1 Option C

Initial Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option C-1	\$0.01170	\$0.03820	\$0.03740	\$0.03670	\$0.03590
Option C-2	\$0.01050	\$0.01150	\$0.01120	\$0.01100	\$0.01080
Option C-3	\$0.00960	\$0.01030	\$0.01010	\$0.00990	\$0.00970
Option C-4	\$0.00870	\$0.00940	\$0.00920	\$0.00900	\$0.00880
Each Add'l. Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option C-1	\$0.00390	\$0.00380	\$0.00370	\$0.00370	\$0.00360
Option C-2	\$0.00350	\$0.00340	\$0.00340	\$0.00330	\$0.00320
Option C-3	\$0.00320	\$0.00310	\$0.00310	\$0.00300	\$0.00290
Option C-4	\$0.00290	\$0.00280	\$0.00280	\$0.00270	\$0.00270

4. Local and Integrated T-1 Option D

Initial Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option D-1	\$0.01110	\$0.03670	\$0.03600	\$0.03520	\$0.03450
Option D-2	\$0.01050	\$0.01090	\$0.01070	\$0.01040	\$0.01020
Option D-3	\$0.00960	\$0.01030	\$0.01010	\$0.00990	\$0.00970
Option D-4	\$0.00870	\$0.00940	\$0.00920	\$0.00900	\$0.00880
Each Add'l. Period	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
Option D-1	\$0.00370	\$0.00360	\$0.00360	\$0.00350	\$0.00340
Option D-2	\$0.00350	\$0.00340	\$0.00340	\$0.00330	\$0.00320
Option D-3	\$0.00320	\$0.00310	\$0.00310	\$0.00300	\$0.00290
Option D-4	\$0.00290	\$0.00280	\$0.00280	\$0.00270	\$0.00270

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